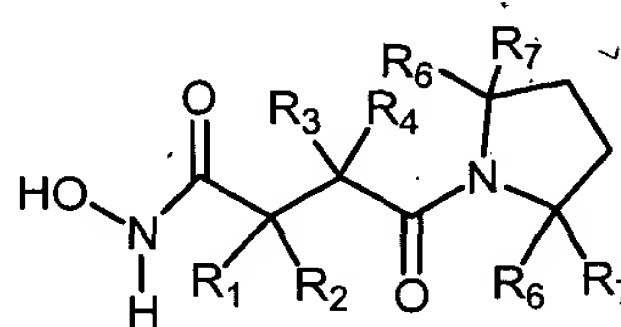


A 1

1. (Amended) A compound of Formula (I):



wherein:

$R_1$  is hydrogen, halo, -OH,  $-R_8OR_9$ ,  $-R_9$ ,  $-OR_9$ , -SH,  $-SR_9$ ,  $-NH_2$ ,  $-NHR_9$ ,  $-NR_9R_{10}$ ,  $-NHC(=O)H$ ,  $-NR_9C(=O)H$ ,  $-NHC(=O)R_9$ ,  $-NR_9C(=O)R_{10}$ ,  $-NHC(=O)NH_2$ ,  $-NR_9C(=O)NH_2$ ,  $-NHC(=O)NHR_9$ ,  $-NHC(=O)NR_9R_{10}$ ,  $-NR_9C(=O)NR_{9a}R_{10}$ ,  $-NHC(=O)OR_9$ ,  $-NR_9C(=O)OR_{10}$ ,  $-NHS(=O)_2R_9$ ,  $-NR_9S(=O)_2R_{10}$ ,  $-NHS(=O)_2OR_9$ , or  $-NR_9S(=O)_2OR_{10}$  where  $R_8$  is selected from the group consisting of  $-C_1-C_{12}$  alkylene, substituted alkylene, or heteroalkylene,  $-C_1-C_{12}$  alkenylene, substituted alkenylene, or heteroalkenylene,  $-C_1-C_{12}$  alkynylene, substituted alkynylene, or heteroalkynylene, and  $-(C_1-C_8 \text{ alkylene or substituted alkylene})_{n1}-(C_3-C_{12} \text{ arylene or heteroarylene})-(C_1-C_8 \text{ alkyl or substituted alkyl})_{n2}$  where  $n1$  and  $n2$  are independently 0 or 1; and  $R_9$ ,  $R_{9a}$  and  $R_{10}$  are independently selected from the group consisting of  $-C_1-C_{12}$  alkyl, substituted alkyl, or heteroalkyl,  $-C_1-C_{12}$  alkenyl, substituted alkenyl, or heteroalkenyl,  $-C_1-C_{12}$  alkynyl, substituted alkynyl, or heteroalkynyl, and  $-(C_1-C_8 \text{ alkyl or substituted alkyl})_{n3}-(C_3-C_{12} \text{ arylene or heteroarylene})-(C_1-C_8 \text{ alkyl or substituted alkyl})_{n4}$  where  $n3$  and  $n4$  are independently 0 or 1;

$R_2$  is independently hydrogen or  $-R_9$  wherein  $R_9$  is as defined above;

$R_3$  is hydrogen, halo,  $-R_{11}$ , -OH,  $-OR_{11}$ ,  $-R_{12}OR_{11}$ , -SH,  $-SR_{11}$ ,  $-NH_2$ ,  $-NHR_{11}$ ,  $-NR_{11}R_{13}$ ,  $-NHC(=O)H$ ,  $-NR_{11}C(=O)H$ ,  $-NHC(=O)R_{11}$ ,  $-NR_{11}C(=O)R_{13}$ ,  $-NHC(=O)NH_2$ ,  $-NR_{11}C(=O)NH_2$ ,  $-NHC(=O)NHR_{11}$ ,  $-NHC(=O)NR_{11}R_{13}$ ,  $-NR_{11}C(=O)NR_{11a}R_{13}$ ,  $-NHC(=O)OR_{11}$ ,  $-NR_{11}C(=O)OR_{13}$ ,  $-NHS(=O)_2R_{13}$ ,  $-NR_{11}S(=O)_2R_{13}$ ,  $-NHS(=O)_2OR_{11}$ , or  $-NR_{11}S(=O)_2OR_{13}$ , where  $R_{12}$  is selected from the group consisting of  $-C_1-C_{12}$  alkylene, substituted alkylene, or heteroalkylene,  $-C_1-C_{12}$  alkenylene, substituted alkenylene, or heteroalkenylene,  $-C_1-C_{12}$  alkynylene, substituted alkynylene, or heteroalkynylene, and  $-(C_1-C_8 \text{ alkylene or substituted alkylene})_{n5}-(C_3-C_{12} \text{ arylene or heteroarylene})-(C_1-C_8 \text{ alkyl or substituted alkyl})_{n6}$  where  $n5$  and  $n6$  are independently 0 or 1; and  $R_{11}$ ,  $R_{11a}$  and  $R_{13}$  are independently selected from the group consisting of  $-C_1-C_{12}$  alkyl, substituted alkyl, or heteroalkyl,  $-C_1-C_{12}$  alkenyl, substituted alkenyl, or heteroalkenyl,  $-C_1-C_{12}$  alkynyl, substituted alkynyl, or heteroalkynyl, and  $-(C_1-C_8 \text{ alkyl or substituted alkyl})_{n7}-(C_3-C_{12} \text{ arylene or heteroarylene})-(C_1-C_8 \text{ alkyl or substituted alkyl})_{n8}$  where  $n7$  and  $n8$  are independently 0 or 1;

$R_4$  is hydrogen or  $-R_{11}$  where  $-R_{11}$  is as defined above;

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$R_6$  and  $R_7$  are each independently selected from the group consisting of hydrogen, - $R_{14}$ , -OH, -OR<sub>14</sub>, -SH, -SR<sub>14</sub>, -NH<sub>2</sub>, -NHR<sub>14</sub>, -NR<sub>14</sub>R<sub>15</sub>, -C(=O)H, -C(=O)R<sub>14</sub>, -C(=O)NH<sub>2</sub>, -C(=O)NHR<sub>14</sub>, -C(=O)NR<sub>14</sub>R<sub>15</sub>, -C(=O)OH, -C(=O)OR<sub>14</sub>, -C(=O)SH, -C(=O)SR<sub>14</sub>, -C(=O)CH<sub>3</sub>, -C(=O)CH<sub>2</sub>R<sub>14</sub>, -C(=O)CHR<sub>14</sub>R<sub>15</sub>, -C(=O)CR<sub>14</sub>R<sub>15</sub>R<sub>16</sub>, -C(=O)OCH<sub>3</sub>, -C(=O)OCH<sub>2</sub>R<sub>14</sub>, -C(=O)OCHR<sub>14</sub>R<sub>15</sub>, -C(=O)OCR<sub>14</sub>R<sub>15</sub>R<sub>16</sub>, -S(=O)<sub>2</sub>NH<sub>2</sub>, -S(=O)<sub>2</sub>NHR<sub>14</sub>, -S(=O)<sub>2</sub>NR<sub>14</sub>R<sub>15</sub>, -NHC(=O)H, -N(R<sub>14</sub>)C(=O)H, -NHC(=O)R<sub>15</sub>, -N(R<sub>14</sub>)C(=O)R<sub>15</sub>, -NHC(=O)OR<sub>14</sub>, -NHS(=O)<sub>2</sub>H, -N(R<sub>14</sub>)S(=O)<sub>2</sub>H, -NHS(=O)<sub>2</sub>OR<sub>15</sub>, -N(R<sub>14</sub>)S(=O)<sub>2</sub>OR<sub>15</sub>, -N(H)S(=O)<sub>2</sub>R<sub>15</sub>, -N(R<sub>14</sub>)S(=O)<sub>2</sub>R<sub>15</sub> and where two vicinal  $R_6$  or  $R_7$  groups combine to form a substituted or unsubstituted -C<sub>4</sub>-C<sub>10</sub> cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group where  $R_{14}$ ,  $R_{15}$  and  $R_{16}$  are each independently selected from the group consisting of -C<sub>1</sub>-C<sub>12</sub> alkyl, substituted alkyl, or heteroalkyl, -C<sub>1</sub>-C<sub>12</sub> alkenyl, substituted alkenyl, or heteroalkenyl, -C<sub>1</sub>-C<sub>12</sub> alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and -(C<sub>1</sub>-C<sub>8</sub> alkyl or substituted alkyl)<sub>n9</sub>-(C<sub>3</sub>-C<sub>12</sub> arylene or heteroarylene)-(C<sub>1</sub>-C<sub>8</sub> alkyl or substituted alkyl)<sub>n10</sub> where n9 and n10 are independently 0 or 1; or when  $R_{14}$  and  $R_{15}$  are attached to a nitrogen atom they can combine to form a substituted or unsubstituted -C<sub>4</sub>-C<sub>10</sub> cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group; or a pharmaceutically acceptable salt thereof.

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6. (Amended) The compound of Claim 5 wherein  $R_7$  is -C(=O)NR<sub>14</sub>R<sub>15</sub> where  $R_{14}$  and  $R_{15}$  are independently selected from the group consisting of hydrogen, -(C<sub>1</sub>-C<sub>12</sub>) alkyl, substituted alkyl, or heteroalkyl, -(C<sub>1</sub>-C<sub>12</sub>) alkenyl, substituted alkenyl, or heteroalkenyl, -(C<sub>1</sub>-C<sub>12</sub>) alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and -(C<sub>1</sub>-C<sub>8</sub> alkyl or substituted alkyl)<sub>n9</sub>-(C<sub>3</sub>-C<sub>12</sub> arylene or heteroarylene)-(C<sub>1</sub>-C<sub>8</sub> alkyl or substituted alkyl)<sub>n10</sub> where n9 and n10 are independently 0 or 1; or  $R_{14}$  and  $R_{15}$  combine to form a substituted or unsubstituted -(C<sub>4</sub>-C<sub>10</sub>)cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group.

7. (Amended) The compound of Claim 5 wherein  $R_7$  is -C(=O)NR<sub>14</sub>R<sub>15</sub> where  $R_{14}$  and  $R_{15}$  are each independently hydrogen or -(C<sub>1</sub>-C<sub>12</sub>) alkyl, alkoxy, aryl, heteroaryl or  $R_{14}$  and  $R_{15}$ , when attached to the same carbon, combine to form a cyclic heteroalkyl, aryl or heteroaryl group.

8. (Amended) The compound of Claim 5 wherein  $R_7$  is -C(=O)NHR<sub>15</sub> where  $R_{15}$  is H or -(C<sub>1</sub>-C<sub>12</sub>) alkyl, aryl, or heteroaryl or -C(=O)NR<sub>14</sub>R<sub>15</sub> where  $R_{14}$  and  $R_{15}$  form a substituted or unsubstituted -(C<sub>4</sub>-C<sub>10</sub>)cyclic heteroalkyl.

9. (Amended) The compound of Claim 5 wherein  $R_7$  is *n*-butylaminocarbonyl, *tert*-butylaminocarbonyl, benzylaminocarbonyl, 1,1-dimethylpropylaminocarbonyl, 2-

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(cyclohexen-1-yl)-ethylaminocarbonyl, indan-5-ylaminocarbonyl, 4,5-dimethylthiazol-2-ylaminocarbonyl, 4-phenoxyphenylaminocarbonyl, cyclopropylmethyl-aminocarbonyl, pyridin-2-ylaminocarbonyl, pyridin-3-ylaminocarbonyl, pyridin-4-ylmethylaminocarbonyl, morpholin-4-ylcarbonyl, 3,4-methylenedioxy-phenylaminocarbonyl, quinolin-3-ylaminocarbonyl, methylaminocarbonyl, 4-biphenylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 3,4-dichlorophenyl-aminocarbonyl, 4-*tert*-butylphenylaminocarbonyl, 4-*tert*-butylaminocarbonyl, indan-2-ylaminocarbonyl, 2,2-dimethylpropylaminocarbonyl, 4-phenylthiazol-2-ylaminocarbonyl, 5-phenylthiadiazol-2-ylaminocarbonyl, 5-ethylthiadiazol-3-ylaminocarbonyl, thiadiazol-2-ylaminocarbonyl, 3-trifluoromethoxyphenyl-aminocarbonyl, 2,5-dimethylphenylaminocarbonyl, 2,5-dimethoxyphenylamino-carbonyl, 3,4-dichlorophenylaminocarbonyl, benzthiazol-2-ylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 2-hydroxybutylaminocarbonyl, 4-hydroxybutyl-aminocarbonyl, 1,4-benzodioxan-6-ylaminocarbonyl, isoquinolin-6-ylaminocarbonyl, methylaminocarbonyl, thiazol-2-ylaminocarbonyl, 4-methylthiazol-2-ylaminocarbonyl, 3-methylbutyl-aminocarbonyl, *n*-pentylaminocarbonyl, cyclohexylaminocarbonyl, 5-methylthiazol-2-ylaminocarbonyl, 4-methylthiazol-2-ylaminocarbonyl, 2,4-dimethoxyphenyl-aminocarbonyl, 3,4-methylenedioxyphen-5-ylmethylaminocarbonyl, allylaminocarbonyl, 2-methylallylaminocarbonyl, pyrrolidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, indan-1-ylaminocarbonyl, 2-methoxyethylaminocarbonyl, indan-5-ylaminocarbonyl, 3,4-difluorophenyl-aminocarbonyl, 5-methylisoxazol-5-ylaminocarbonyl, 3-fluorophenylaminocarbonyl, 4-fluorophenylaminocarbonyl, *N*-methyl-*N*-phenylaminocarbonyl, 2-propylamino-carbonyl, 2-phenylpropylaminocarbonyl, *n*-propylaminocarbonyl, *N*-ethyl-*N*-(*n*-butyl)aminocarbonyl, benzylaminocarbonyl, thiazolidin-1-ylcarbonyl, piperazin-1-yl-carbonyl, piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, homopiperdin-1-ylcarbonyl, pyrimidin-2-ylaminocarbonyl, 4-methylpiperazin-1-ylcarbonyl, 4-methylpyrimidin-2-ylaminocarbonyl, pyrimidin-4-ylaminocarbonyl, pyrazin-2-ylaminocarbonyl, imidazol-2-ylaminocarbonyl.

10. (Amended) The compound of Claim 5 wherein R<sub>7</sub> is piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, pyrimidin-2-ylaminocarbonyl, or thiazol-2-ylaminocarbonyl, the stereochemistry at the C2 carbon atom of the pyrrolidine ring is (*S*), and R<sub>3</sub> is *n*-butyl.

11. (Amended) The compound of Claim 5 wherein R<sub>7</sub> is -C(=O)OR<sub>14</sub> where R<sub>14</sub> is hydrogen or -(C<sub>1</sub>-C<sub>12</sub>) alkyl, alkoxy, aryl, or heteroaryl.

12. (Amended) The compound of Claim 5 wherein  $R_7$  is  $-C(=O)OR_{14}$  where  $R_{14}$  is alkyl and the stereochemistry at the  $C_2$  carbon atom of the pyrrolidine ring is (*S*).

13. (Amended) The compound of Claim 1 wherein  $R_7$  is  $-C(=O)NR_{14}R_{15}$  where  $R_{14}$  and  $R_{15}$  are independently selected from the group consisting of hydrogen,  $-(C_1-C_{12})$  alkyl, substituted alkyl, or heteroalkyl,  $-(C_1-C_{12})$  alkenyl, substituted alkenyl, or heteroalkenyl,  $-(C_1-C_{12})$  alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and  $-(C_1-C_8)$  alkyl or substituted alkyl) $_{n9}$ -( $C_3-C_{12}$  arylene or heteroarylene)-( $C_1-C_8$  alkyl or substituted alkyl) $_{n10}$  where  $n9$  and  $n10$  are independently 0 or 1; or  $R_{14}$  and  $R_{15}$  combine to form a substituted or unsubstituted  $-(C_4-C_{10})$ cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group.

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14. (Amended) The compound of Claim 1 wherein  $R_7$  is  $-C(=O)NR_{14}R_{15}$  where  $R_{14}$  and  $R_{15}$  are each independently hydrogen or  $-(C_1-C_{12})$  alkyl, alkoxy, aryl, heteroaryl or  $R_{14}$  and  $R_{15}$ , when attached to the same carbon, combine to form a cyclic heteroalkyl, aryl or heteroaryl group.

15. (Amended) The compound of Claim 1 wherein  $R_7$  is  $-C(=O)NHR_{15}$  where  $R_{15}$  is H or  $-(C_1-C_{12})$  alkyl, aryl, or heteroaryl or  $-C(=O)NR_{14}R_{15}$  where  $R_{14}$  and  $R_{15}$  form a substituted or unsubstituted  $-(C_4-C_{10})$ cyclic heteroalkyl.

16. (Amended) The compound of Claim 1 wherein  $R_7$  is *n*-butylaminocarbonyl, *tert*-butylaminocarbonyl, benzylaminocarbonyl, 1,1-dimethylpropylaminocarbonyl, 2-(cyclohexen-1-yl)-ethylaminocarbonyl, indan-5-ylaminocarbonyl, 4,5-dimethylthiazol-2-ylaminocarbonyl, 4-phenoxyphenyl-aminocarbonyl, cyclopropylmethyl-aminocarbonyl, pyridin-2-ylaminocarbonyl, pyridin-3-ylaminocarbonyl, pyridin-4-ylmethylaminocarbonyl, morpholin-4-ylcarbonyl, 3,4-methylenedioxy-phenylaminocarbonyl, quinolin-3-ylaminocarbonyl, methylaminocarbonyl, 4-biphenylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 3,4-dichlorophenyl-aminocarbonyl, 4-*tert*-butylphenylaminocarbonyl, 4-*tert*-butylaminocarbonyl, indan-2-ylaminocarbonyl, 2,2-dimethylpropylaminocarbonyl, 4-phenylthiazol-2-ylaminocarbonyl, 5-phenylthiadiazol-2-ylaminocarbonyl, 5-ethylthiadiazol-3-ylaminocarbonyl, thiadiazol-2-ylaminocarbonyl, 3-trifluoromethoxyphenyl-aminocarbonyl, 2,5-dimethylphenylaminocarbonyl, 2,5-dimethoxyphenylamino-carbonyl, 3,4-dichlorophenylaminocarbonyl, benzthiazol-2-ylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 2-hydroxybutylaminocarbonyl, 4-hydroxybutyl-aminocarbonyl, 1,4-benzodioxan-6-ylaminocarbonyl, isoquinolin-6-ylaminocarbonyl, methylaminocarbonyl, thiazol-2-ylaminocarbonyl, 4-methylthiazol-2-ylaminocarbonyl, 3-methylbutyl-aminocarbonyl, *n*-pentylaminocarbonyl,

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cyclohexylaminocarbonyl, 5-methylthiazol-2-ylaminocarbonyl, 4-methylthiazol-2-ylaminocarbonyl, 2,4-dimethoxyphenyl-aminocarbonyl, 3,4-methylenedioxyphen-5-yl-methylaminocarbonyl, allylaminocarbonyl, 2-methylallylaminocarbonyl, pyrrolidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, indan-1-ylaminocarbonyl, 2-methoxyethylaminocarbonyl, indan-5-ylaminocarbonyl, 3,4-difluorophenyl-aminocarbonyl, 5-methylisoxazol-5-ylaminocarbonyl, 3-fluorophenylaminocarbonyl, 4-fluorophenylaminocarbonyl, *N*-methyl-*N*-phenylaminocarbonyl, 2-propylamino-carbonyl, 2-phenylpropylaminocarbonyl, *n*-propylaminocarbonyl, *N*-ethyl-*N*-(*n*-butyl)aminocarbonyl, benzylaminocarbonyl, thiazolidin-1-ylcarbonyl, piperazin-1-yl-carbonyl, piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, homopiperdin-1-ylcarbonyl, pyrimidin-2-ylaminocarbonyl, 4-methylpiperazin-1-ylcarbonyl, 4-methylpyrimidin-2-ylaminocarbonyl, pyrimidin-4-ylaminocarbonyl, pyrazin-2-ylaminocarbonyl, imidazol-2-ylaminocarbonyl.

17. (Amended) The compound of Claim 1 wherein R<sub>7</sub> is piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, pyrimidin-2-ylaminocarbonyl, or thiazol-2-ylaminocarbonyl and the stereochemistry at the C2 carbon atom of the pyrrolidine ring is (*S*).

18. (Amended) The compound of Claim 1 wherein R<sub>7</sub> is -C(=O)OR<sub>14</sub> where R<sub>14</sub> is hydrogen or -(C<sub>1</sub>-C<sub>12</sub>) alkyl, alkoxy, aryl, or heteroaryl.

19. (Amended) The compound of Claim 1 wherein R<sub>7</sub> is -C(=O)OR<sub>14</sub> where R<sub>14</sub> is alkyl and the stereochemistry at the C<sub>2</sub> carbon atom of the pyrrolidine ring is (*S*).

20. (Amended) The compound of any one of Claims 13-19 wherein R<sub>2</sub> and R<sub>4</sub> are hydrogen.

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25. (Amended) The compound of any one of Claims 13-19 wherein R<sub>1</sub> is halo.

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33. (Amended) The compound of Claim 31 wherein R<sub>7</sub> is -C(=O)NR<sub>14</sub>R<sub>15</sub> where R<sub>14</sub> and R<sub>15</sub> are independently selected from the group consisting of hydrogen, -(C<sub>1</sub>-C<sub>12</sub>) alkyl, substituted alkyl, or heteroalkyl, -(C<sub>1</sub>-C<sub>12</sub>) alkenyl, substituted alkenyl, or heteroalkenyl, -(C<sub>1</sub>-C<sub>12</sub>) alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and -(C<sub>1</sub>-C<sub>8</sub> alkyl or substituted alkyl)<sub>n9</sub>-(C<sub>3</sub>-C<sub>12</sub> arylene or heteroarylene)-(C<sub>1</sub>-C<sub>8</sub> alkyl or substituted alkyl)<sub>n10</sub> where n<sub>9</sub> and n<sub>10</sub> are independently 0 or 1; or R<sub>14</sub> and R<sub>15</sub> combine to form a substituted or unsubstituted -(C<sub>4</sub>-C<sub>10</sub>)cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group.

34. (Amended) The compound of Claim 31 wherein  $R_7$  is  $-C(=O)NR_{14}R_{15}$  where  $R_{14}$  and  $R_{15}$  are each independently hydrogen or  $-(C_1-C_{12})$  alkyl, alkoxy, aryl, heteroaryl or  $R_{14}$  and  $R_{15}$ , when attached to the same carbon, combine to form a cyclic heteroalkyl, aryl or heteroaryl group.

35. (Amended) The compound of Claim 31 wherein  $R_7$  is  $-C(=O)NHR_{15}$  where  $R_{15}$  is H or  $-(C_1-C_{12})$  alkyl, aryl, or heteroaryl or  $-C(=O)NR_{14}R_{15}$  where  $R_{14}$  and  $R_{15}$  form a substituted or unsubstituted  $-(C_4-C_{10})$ cyclic heteroalkyl.

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36. (Amended) The compound of Claim 31 wherein  $R_7$  is *n*-butylaminocarbonyl, *tert*-butylaminocarbonyl, benzylaminocarbonyl, 1,1-dimethylpropylaminocarbonyl, 2-(cyclohexen-1-yl)-ethylaminocarbonyl, indan-5-ylaminocarbonyl, 4,5-dimethylthiazol-2-ylaminocarbonyl, 4-phenoxyphenylaminocarbonyl, cyclopropylmethyl-aminocarbonyl, pyridin-2-ylaminocarbonyl, pyridin-3-ylaminocarbonyl, pyridin-4-ylmethylaminocarbonyl, morpholin-4-ylcarbonyl, 3,4-methylenedioxy-phenylaminocarbonyl, quinolin-3-ylaminocarbonyl, methylaminocarbonyl, 4-biphenylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 3,4-dichlorophenyl-aminocarbonyl, 4-*tert*-butylphenylaminocarbonyl, 4-*tert*-butylaminocarbonyl, indan-2-ylaminocarbonyl, 2,2-dimethylpropylaminocarbonyl, 4-phenylthiazol-2-ylaminocarbonyl, 5-phenylthiadiazol-2-ylaminocarbonyl, 5-ethylthiadiazol-3-ylaminocarbonyl, thiadiazol-2-ylaminocarbonyl, 3-trifluoromethoxyphenyl-aminocarbonyl, 2,5-dimethylphenylaminocarbonyl, 2,5-dimethoxyphenylamino-carbonyl, 3,4-dichlorophenylaminocarbonyl, benzthiazol-2-ylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 2-hydroxybutylaminocarbonyl, 4-hydroxybutyl-aminocarbonyl, 1,4-benzodioxan-6-ylaminocarbonyl, isoquinolin-6-ylaminocarbonyl, methylaminocarbonyl, thiazol-2-ylaminocarbonyl, 4-methylthiazol-2-ylaminocarbonyl, 3-methylbutyl-aminocarbonyl, *n*-pentylaminocarbonyl, cyclohexylaminocarbonyl, 5-methylthiazol-2-ylaminocarbonyl, 4-methylthiazol-2-ylaminocarbonyl, 2,4-dimethoxyphenyl-aminocarbonyl, 3,4-methylenedioxyphen-5-ylmethylaminocarbonyl, allylaminocarbonyl, 2-methylallylaminocarbonyl, pyrrolidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, indan-1-ylaminocarbonyl, 2-methoxyethylaminocarbonyl, indan-5-ylaminocarbonyl, 3,4-difluorophenyl-aminocarbonyl, 5-methylisoxazol-5-ylaminocarbonyl, 3-fluorophenylaminocarbonyl, 4-fluorophenylaminocarbonyl, *N*-methyl-*N*-phenylaminocarbonyl, 2-propylamino-carbonyl, 2-phenylpropylaminocarbonyl, *n*-propylaminocarbonyl, *N*-ethyl-*N*-(*n*-butyl)aminocarbonyl, benzylaminocarbonyl, thiazolidin-1-ylcarbonyl, piperazin-1-yl-carbonyl, piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, homopiperdin-1-ylcarbonyl, pyrimidin-2-ylaminocarbonyl,



4-methylpiperazin-1-ylcarbonyl, 4-methylpyrimidin-2-ylaminocarbonyl, pyrimidin-4-ylaminocarbonyl, pyrazin-2-ylaminocarbonyl, imidazol-2-ylaminocarbonyl.

37. (Amended) The compound of Claim 31 wherein R<sub>7</sub> is piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, pyrimidin-2-ylaminocarbonyl, or thiazol-2-ylaminocarbonyl and the stereochemistry at the C2 carbon atom of the pyrrolidine ring is (S).

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38. (Amended) The compound of Claim 31 wherein R<sub>7</sub> is -C(=O)OR<sub>14</sub> where R<sub>14</sub> is hydrogen or -(C<sub>1</sub>-C<sub>12</sub>) alkyl, alkoxy, aryl, or heteroaryl.

39. (Amended) The compound of Claim 31 wherein R<sub>7</sub> is -C(=O)OR<sub>14</sub> where R<sub>14</sub> is alkyl and the stereochemistry at the C<sub>2</sub> carbon atom of the pyrrolidine ring is (S).

40. (Amended) The compound of any one of Claims 32-38 wherein R<sub>3</sub> is *n*-butyl.

41. (Amended) The compound of any one of Claims 13-19 wherein R<sub>2</sub> and R<sub>4</sub> are hydrogen.

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46. (Amended) A pharmaceutical composition comprising a therapeutically effective amount of a compound of any one of Claims 1-19, 28-39, and 45 and a pharmaceutically acceptable excipient.

47. (Amended) A method of treatment of a disease in a mammal treatable by administration of a peptidyl deformylase inhibitor which method comprises administration of a pharmaceutical composition comprising a therapeutically effective amount of a compound of any one of Claims 1-19, 28-39, and 45 and a pharmaceutically acceptable excipient.